

NOTICE OF COURT-ORDERED MEETING OF THE HOLDERS OF THE FULLY PAID ORDINARY SHARES OF NEIMETH INTERNATIONAL PHARMACEUTICALS PLC



Notice is hereby given that by an Order of the Federal High Court sitting in Lagos (hereinafter called the Court), dated the 5th day of February 2026, made under the hand of Honourable Justice Y. Bogoro, the Court has directed that a meeting of the holders of the fully paid up ordinary shares of Neimeth International Pharmaceuticals Plc (hereinafter called “Neimeth” or the “Company”) be convened and held for the purpose of considering and if thought fit, approving (with or without modification) a Scheme of Arrangement proposed to be entered between Neimeth and the holders of its fully paid ordinary scheme shares (the “Scheme”). The Scheme is explained in detail in the Explanatory Statement contained on Pages 10 to 11 of the Scheme Document.

The meeting will be held virtually on the 31st day of March, 2026, at 11.00am, or so soon thereafter, at which place and time all the aforesaid shareholders are requested to attend. A copy of the Scheme Document shall be sent to shareholders.

At the Court-Ordered Meeting, the following sub-joined resolutions will be proposed and, if thought fit, passed as special resolutions of the Company:

1. “That the Scheme of Arrangement as contained in the Scheme Document dated the 25th day of February 2026 a printed copy of which has been presented at the Court-Ordered Meeting and, for purposes of identification, endorsed by the Chairman, be and is hereby approved; and that the Directors of the Company be and are hereby authorised to consent to any modification of the Scheme Document that the Securities and Exchange Commission (“SEC”) and/or the Court shall deem fit to impose and approve.”
2. “In accordance with the Scheme of Arrangement, the reduction of the Share Premium Account from ₦2,377,756,000.00 to ₦390,017,000 and the transfer of the sum of ₦1,987,739,000.00 by which the Share Premium is reduced, to the Revenue Reserve Account, be and is hereby approved.”
3. “The Board of Directors of the Company be and is hereby authorized to do all such things and take all such actions as are required to give effect to the Scheme, including consenting to any modifications of the Scheme of Arrangement or any conditions that the Securities and Exchange Commission or the Court may think fit to approve or impose.”
4. “That the Solicitors of the Company be directed to seek orders of the Court sanctioning the Scheme and the foregoing resolutions, as well as such incidental, consequential and supplemental orders as are necessary or required to give full effect to the Scheme.”
5. “That, the Board be and is hereby authorized to do all such other acts or things as may be necessary, incidental, consequential, or supplemental in order to give full effect to the Scheme and the foregoing resolutions.”

Voting at the meeting will be by poll. Shareholders may vote in person, or they may appoint a proxy (whether a shareholder or not) to attend the meeting and vote in their stead. The statutory majority required at the meeting is a majority representing not less than three-quarters in value of the ordinary shares of members present and voting in person or by proxy.

In addition to the questions that Shareholders can ask at the Meeting, the Shareholders may submit questions on the Scheme to the Company prior to the date of the Meeting. All such questions must be submitted to the Company Secretary on or before 5pm on 24th March 2026.

A Proxy Form shall be sent to each shareholder. In the case of joint shareholders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholders, and for this purpose, seniority will be determined by the order in which the names of the joint shareholders appear in the register of members of the Company, in respect of the joint shareholding.

It is requested that duly executed and stamped Proxy Forms (together with any Power of Attorney or other authority under which the Proxy Form is signed, or a notarized copy of such Power of Attorney or other authority) be lodged at the office of the Registrar Meristem Registrars and Probate Services Limited, as shown on the Proxy Form, or emailed to info@meristemregistrars.com, not less than forty-eight (48) hours before the time appointed for the meeting. Please note that the lodging of a Proxy Form does not prevent a shareholder from attending the meeting and voting in person should if so wished. However, in such instances, the appointed proxy will not be entitled to attend the meeting or vote thereat.

A member entitled to attend and vote at the meeting who has not received a copy of the Scheme Document within 14 days of the date of this notice can obtain a copy of the same from the Registrar at 213 Herbert Macaulay Way, Adekunle –Yaba Lagos.

Closure of Register of Members

The right to attend and vote at the Meeting or any adjournment thereof and the number of votes which may be cast thereat will be determined by reference to the contents of the register of members of the Company on 23rd March 2026, after which the register of members will be closed for the purpose of determining attendance at the Meeting.

Virtual Meeting Link

Sequel to the enactment of the Business Facilitation (Miscellaneous Provisions) Act, 2022 and the amended Memorandum & Articles of Association of the Company, this Court-Ordered Meeting shall be held virtually. Kindly use the meeting link below to register for and attend the meeting:

<https://attend.meristemregistrars.ng/index.html>

How to Use the Attend Platform

- Enter the Attend meeting link above in your search engine and click on “GET STARTED” in the platform.
- Select your meeting and click on “Start Accreditation”. In the START E-ACCREDITATION pop up box, select YES to proceed. Search for your details by entering your name (RANDOM ORDER) and select SEARCH to continue.
- Click on the CONTINUE button next to your name to proceed.
- Kindly enter the OTP (One Time Password) sent to your email address or phone number to proceed. This is to ensure that unauthorized persons do not attend in your place.
- Vote on the meeting agenda on the next page and click on COMPLETE ACCREDITATION to continue. Select “YES” in the pop-up box to conclude the accreditation process.
- An email confirming successful accreditation and containing the Zoom meeting link will now be sent to your email address.
- Kindly click on the Zoom link to attend and participate on the scheduled meeting day.

Dated this 25th day of February 2026.

By Order of the Board

Chinenye S. Adekanmbi
Company Secretary
FRC/2024/PRO/NBA/004/657332

Registered Office Address
16, Akanni Doherty Layout (Billings Way)
Oregun Industrial Estate, Oregun
Ikeja, Lagos.